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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DELPHI CORPORATION, et al., | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 4018
(CENTURY MOLD & TOOL CO.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Century Mold & Tool Co. ("Century") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 4018 (Century Mold & Tool Co.) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

WHEREAS on or about October 14, 2005 Century submitted a demand to the Debtors asserting a reclamation claim in the amount of \$336,752.15 (the "Reclamation Demand").

WHEREAS Century filed proof of claim number 4018 against Delphi Mechatronic Systems, Inc. ("Delphi Mechatronic") on May 1, 2006, which, among other things, asserted an unsecured non-priority claim in the amount of \$1,129,355.30 (the "Claim") for, among other things, goods purchased by and services provided to Delphi Mechatronic prior to the Petition Date.

WHEREAS, after the Petition Date, the Debtors made certain authorized payments to Century for, among other things, tooling liens which resulted in the Claim being no more than \$714,065.68.

WHEREAS on or about October 9, 2006, the Debtors and Century entered into a letter agreement with respect to the Reclamation Demand, whereby the Debtors and Century

acknowledge and agree that the valid amount of the Reclamation Demand is \$75,000.00 (the "Reclamation Claim"), subject to the Debtors' right to seek, at any time and notwithstanding Century's agreement to the amount set forth herein, a judicial determination that certain reserved defenses (the "Reserved Defenses") to the Reclamation Claim are valid.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on May 7, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, Delphi Mechatronics and Century entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, Delphi Mechatronic acknowledges and agrees that the Claim shall be allowed against Delphi Mechatronic in the amount of \$683,656.40.

WHEREAS Delphi Automotive Systems LLC and Delphi Mechatronic are authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and Century stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$683,656.40 and, except as otherwise provided herein, shall be treated as an allowed general unsecured non-priority claim against Delphi Mechatronic.
2. Century, pursuant to section 503(b) of the Bankruptcy Code, has timely asserted the right to seek, pursuant to section 503(b) of the Bankruptcy Code, administrative priority status for \$75,000.00 of the Claim on the grounds that Century has a valid reclamation claim in the amount of \$75,000.00.
3. The Debtors reserve the right to seek a judicial determination that the Reserved Defenses are valid as against the amount of \$75,000.00 of the Claim.
4. Century or its successors and assigns, upon written notice to the Debtors, may at any time through and including the confirmation of the relevant Plan of Reorganization herein, at its sole option, elect to treat said \$75,000.00 portion of the Agreed-Upon Claim as a pre-petition general unsecured non-priority claim.

So Ordered in New York, New York, this 10 day of May, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

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